

Conditions of Approval applicable to Specific Parcels Identified on the Waterstone Master Plan *(last amended 11/30/15):*

| <u>Parcel #</u> | <u>Land Use</u> | <u>Conditions & Other Information</u> |
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| 1 | Single-Family Detached Residential | <ul style="list-style-type: none"> • That the developer shall be entitled to build to a maximum density of 2.5 dwelling units per acre (39 dwelling units) on this Parcel. • That all driveways must be connected to interior roads. There will be no driveway connections to Cates Creek Parkway. • The developer shall provide vehicular and pedestrian access to Parcel 2 from Parcel 1. |
| 2 | Single-Family Detached Residential | <ul style="list-style-type: none"> • That the developer shall be entitled to build to a maximum density of 2.5 dwelling units per acre (95 dwelling units) on this Parcel. • That all driveways must be connected to interior roads. There will be no driveway connections to Cates Creek Parkway. • The developer shall provide vehicular and pedestrian access to Parcel 1 from Parcel 2. |
| 3 | Townhomes/ Patio Homes | <ul style="list-style-type: none"> • That the developer shall be entitled to build to a maximum density of 6.2 dwelling units per acre (128 dwelling units) on this Parcel. • That 24 of the 128 dwelling units allowed on Parcel 3 shall be developed as affordable townhomes in accordance with General Condition number 3 stated above. • That Parcel 3 shall be approved and developed as two separate sub-parcels known as Parcel 3A and Parcel 3B. Parcel 3A shall include a maximum of 104 dwelling units. Parcel 3B shall include a maximum of 24 dwelling units. The precise boundaries of Parcel 3A and Parcel 3B, within the boundaries of Parcel 3 as shown on the Waterstone Land Use Plan (see Exhibit A), shall be determined by the developer at the time applications for Special Use Permits for Parcel 3A and 3B are considered by the Town. • That there will be no individual driveway connections from residences constructed on this Parcel to the north-south spine road shown on the Waterstone Master Plan. |

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|-----------------|-----------------|--|
| 4 | Linear Park | <ul style="list-style-type: none"> Excluding the area covered by the proposed Greenway within this Parcel, the developer's dedication of this Parcel shall satisfy all open space requirements imposed by the Town Zoning Ordinance or other applicable law for all residential development located on all Parcels within the Waterstone Master Plan. That a greenway shall be constructed by the developer in the area between Cates Creek and Cates Creek Parkway as shown on Exhibit B (Pedestrian Circulation Plan) of the Waterstone Master Plan. Final alignment and design details (such as number and location of park benches and other similar amenities, if any) shall be approved by the Town during the construction plan review process. That within thirty (30) days of completion of the greenway, the Linear Park Parcel shall be dedicated to the Town for use as a public open space park. |
| 5 | Community Park | <ul style="list-style-type: none"> That the developer shall dedicate this Parcel and all fixtures and equipment located thereon to the Town no later than December 31, 2015, for use by the Town as a Community Park. That upon dedication of this Parcel to the Town, and as a condition of the Town's acceptance of such dedication, the Developer shall furnish to the Town a sworn statement indicating that the Developer has invested at least \$325,000 (not including the land) in the design and construction of the Community Park. Such sworn statement shall include, at a minimum, a breakdown of the categories of the Developer's expenditures (such as, but not limited to, design, engineering, grading, landscaping and equipment) and amounts spent in each category for the Community Park. |
| 6 | Multi-Family | <ul style="list-style-type: none"> That the developer shall be entitled to build to a density of 12.0 dwelling units per acre (271 dwelling units) on this Parcel. |
| 7 | Daycare | <ul style="list-style-type: none"> That the developer shall be entitled to build a daycare facility on this Parcel with up to 14,000 SF of floor area. That the impervious surface on this Parcel shall not exceed 65% of the total square footage of this Parcel. |

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|-----------------|--------------------------|---|
| 8 | Civic | <ul style="list-style-type: none"> • That the developer shall convey this 1.5 net acre Parcel to the Town prior to the commencement of improvements on any Parcel within Phase II of the Waterstone Master Plan. • That the uses allowed on this Parcel shall be limited to, a Fire Station, Emergency Medical Service Facility and/or a Police Substation only. Other proposed municipal uses on this Parcel shall be approved in writing by the Waterstone Master Association. • That the floor area permitted on this Parcel shall be determined and approved by the Town at the time that a Special Use Permit application is approved for its use. • That the impervious surface on this Parcel shall be determined as part of the Special Use Permit process for this Parcel. |
| 9 | Hotel/Retail Multifamily | <ul style="list-style-type: none"> • That the developer shall be entitled to build retail, restaurant, hotel, office, clinical, service uses and multi-family on Parcel 9 (as reconfigured) and that the Developer shall be entitled to mix these uses within any building or across the parcel, subject to the conditions stated below. • Parcel 9, as reconfigured, shall encompass approximately 10.6 acres of land, by adding to the original Parcel 9 a portion of what was originally Parcel 8, as shown on the attached plan. • The new, reconfigured Parcel 9 may be improved as follows: (a) at least 40 % of the land area (approximately 4.24 acres) must be used for non-residential purposes; (b) no more than 60 % of the land area (up to approximately 6.36 acres) may be used for residential purposes. Land area developed with non-residential uses and residential uses in a vertical mixed-use structure (such as non-residential on the first floor and residential above) shall be allocated proportionately between non-residential and residential uses (for example, if a three story structure with a 10,000 square foot footprint is built, and the first floor is used for non-residential purposes and the second and third floors are used for residential purposes, then the land area occupied by the structure and all accessory structures and parking would be allocated proportionately – 1/3 to non-residential use, and 2/3 to residential use – for purposes of calculating the percentage of land area). Parking area and amenities (such as, but not limited to, a fitness center) accessory to and intended primarily to serve the residential uses on Parcel 9 and sales offices for sale of |

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|-----------------|-----------------|---|
| | | <p>residential uses on Parcel 9 shall be included within the land area designated for residential purposes.</p> <ul style="list-style-type: none"> • No residential uses may be placed along the Waterstone Drive road frontage or along the College Park Drive road frontage for a distance of 300 feet from the northern boundary of the Waterstone Drive right-of-way. |
| 10 | Office/Retail | <ul style="list-style-type: none"> • That the developer shall be entitled to build up to 60,000 SF of retail, office and/or clinical uses on this Parcel. • That building height(s) in the portion of the site along the Old NC 86 (SR 1009) corridor shall not exceed two stories. • That the impervious surface on this Parcel shall not exceed 65% of the total square footage of this Parcel. • That a combination of landscaping, grading, and location of buildings on this parcel shall be used to minimize the visibility of parking facilities and structures from the right-of-way of Old North Carolina Highway 86. • That the developer shall provide from this Parcel pedestrian access to Parcels 9 and 11, and vehicular access to Parcel 11, and vehicular access to the tract of land located immediately adjacent to the northern boundary of this Parcel. |
| 11 | Office/Retail | <ul style="list-style-type: none"> • That the developer shall be entitled to build up to 50,000 SF of retail, office and/or clinical uses on this Parcel. • That building height(s) on this Parcel shall not exceed two stories. • That the impervious surface on this Parcel shall not exceed 65% of the total square footage of this Parcel. • That a combination of landscaping, grading, and location of buildings on this parcel shall be used to minimize the visibility of parking facilities and structures from the right-of-way of Old North Carolina Highway 86. |
| 12 | Medical Campus | <ul style="list-style-type: none"> • That a combination of landscaping, grading, and location of buildings on this Parcel shall be used to minimize the visibility |

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|-----------------|-----------------|--|
| | | <p>of parking facilities and buildings from the right-of-way of Old North Carolina Highway 86.</p> <ul style="list-style-type: none"> • That the developer shall provide vehicular and pedestrian access to Parcel 13 from this Parcel. • Medical Campus use shall include a variety of diagnostic and treatment operations including: in-patient beds, surgical rooms, pharmacy, laboratory uses, physical and occupational therapy services, emergency services including a helipad but excluding Level 1 trauma, and support for the listed uses. This use also includes related medical office uses, necessary utility provisions and physical plant, and other normal uses associated with and accessory to a teaching health care institution, excluding dormitory uses. • The Building Height on parcels 12 shall not exceed 6 stories or 90 feet, whichever is less and provided there is competent evidence in the record of the Special Use Permit that adequate fire protection can be provided to the requested height at no net cost to the Town of Hillsborough. • Parcel 12 may contain up to 158,000 sf of building. • Impervious surface limit for parcel 12 shall be 65% unless approved differently at the time of Special Use Permit approval • Parcel 12 will meet NPES Phase 2 stormwater requirements or other requirements that may be in place at the time of the Special Use Permit. |
| 13 | Medical Campus | <ul style="list-style-type: none"> • That the developer shall provide vehicular and pedestrian access to Parcel 12 from this Parcel. • Medical Campus use shall include a variety of diagnostic and treatment operations including: in-patient beds, surgical rooms, pharmacy, laboratory uses, physical and occupational therapy services, emergency services including a helipad but excluding Level 1 trauma, and support for the listed uses. This use also includes related medical office uses, necessary utility provisions and physical plant, and other normal uses associated with and accessory to a teaching health care institution, excluding dormitory uses. • The Building Height on parcels 13 shall not exceed 6 stories or 90 feet, whichever is less and provided there is competent evidence in the record of the Special Use Permit that adequate |

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|-----------------|----------------------|--|
| | | <p>fire protection can be provided to the requested height at no net cost to the Town of Hillsborough.</p> <ul style="list-style-type: none"> Parcel 13 may contain up to 90,000 sf of building. Impervious surface limit for parcel 13 shall be 65% unless approved differently at the time of Special Use Permit approval Parcel 13 will meet NPES Phase 2 stormwater requirements or other requirements that may be in place at the time of the Special Use Permit. |
| 14 | Park | <ul style="list-style-type: none"> This Parcel merged with Parcel 17. |
| 15 | Mixed Use | <ul style="list-style-type: none"> This tract will be increased in size to approximately 4 acres to provide a continuous zone of consistent depth of office/retail land along the Waterstone Drive frontage from Tract 17 to NC 86, as shown on the revised Master Plan. <p>That the developer shall be entitled to build up to 100,000 SF of non-residential floor area on this Parcel.</p> |
| 16 | Community College | <ul style="list-style-type: none"> That a community college campus is permitted on this parcel. That the amount of impervious surface on this Parcel shall be determined as part of the Special Use Permit process for this Parcel. That the developer shall provide pedestrian access to Parcel 17 from this Parcel. |
| 17 | Single Family | <ul style="list-style-type: none"> This tract will be reduced in size to approximately 43 acres. This tract will be developed as no more than 200 residential units, either detached or attached. The intent is for the units to be for-sale. That the developer shall install a significant centerpiece (e.g., fountain, statue or monument) on this Parcel to serve as a symbol of the Waterstone development (the “Centerpiece”). All costs associated with the design, installation and maintenance of the Centerpiece shall be borne by the developer, or, in its sole discretion, a property owners’ and/or tenants’ association to be established by the developer. The specific design of the Centerpiece shall be submitted as part of the application for a Special Use Permit for this Parcel. The developer shall give special consideration to any proposed designs of the Centerpiece which are submitted by artists who reside in the Town or Orange County. |
| 18 | Mixed Use | MERGED to Parcel 15 |

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| 19 | Office | <ul style="list-style-type: none"> • That the developer shall be permitted to build up to 37,000 SF of Retail, Office and/or Clinical uses on this Parcel. • That the impervious surface on this Parcel shall not exceed 65% of the total square footage of this Parcel. |
| 20 | Retail/Office | <ul style="list-style-type: none"> • That the developer shall be permitted to build up to 50,000 SF of Retail/Office floor space. • That the impervious surfaces of this Parcel shall not exceed 65% of the total square footage of this Parcel. |
| 21 | Retail/Office | <ul style="list-style-type: none"> • That retail, office and clinical uses are allowed on this Parcel. • That the impervious surface on this Parcel shall not exceed 65% of the total square footage of this Parcel. |
| 22 | Medical Campus | <ul style="list-style-type: none"> • Medical Campus use shall include a variety of diagnostic and treatment operations including: in-patient beds, surgical rooms, pharmacy, laboratory uses, physical and occupational therapy services, emergency services including a helipad but excluding Level 1 trauma, and support for the listed uses. This use also includes related medical office uses, necessary utility provisions and physical plant, and other normal uses associated with and accessory to a teaching health care institution, excluding dormitory uses. • The Building Height on parcels 22 shall not exceed 6 stories or 90 feet, whichever is less and provided there is competent evidence in the record of the Special Use Permit that adequate fire protection can be provided to the requested height at no net cost to the Town of Hillsborough. • The maximum building square footage for parcel 22 shall be 810,000 including the hospital, central utility plant, and medical office building. • Impervious surface limits for parcel22 shall be 65% unless approved differently at the time of Special Use Permit approval • The on-site parking will be provided at a rate of 3-4 parking spaces per 1000 sf of hospital building and 1 space per 1000 sf of medical office building. The town encourages the use of structured parking on these sites. • A transit stop shall be provided at the medical office building at a site and timing to be determined during the review of the Special Use Permit. Additional transit stops or the provision of |

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|-----------------|-----------------|---|
| | | <p>a park and ride facility shall be discussed during the review of Special Use Permits.</p> <ul style="list-style-type: none"> • Parcels 22 will meet NPES Phase 2 stormwater requirements or other requirements that may be in place at the time of the Special Use Permit. • All other general conditions of approval on the Waterstone development and parcels 12, 13, and 22 not in conflict with the specific conditions listed here are also still maintained. • That the developer shall dedicate to the Town sufficient land within this Parcel (not to exceed one (1) acre), for the construction of a 500,000 gallon water storage tank. The location of the water tank shall be determined no later than the date on which a Special Use Permit application for this Parcel is submitted to the Town. • That the design interior roadway and/or parking shall include a “stub out” or other feature to facilitate connectivity with the property immediately adjacent to the western boundary of this Parcel. |